

Schedule 2

Proposed Rejection Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. [●]

**ORDER (I) AUTHORIZING THE DEBTORS TO REJECT CERTAIN EXECUTORY
CONTRACTS AND/OR UNEXPIRED LEASES EFFECTIVE AS OF
FEBRUARY 28, 2025 AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”) for entry of an order: (a) authorizing the rejection of the Initial Leases, (b) authorizing and establishing the Rejection Procedures for (i) rejecting Contracts and Leases and (ii) abandoning personal property in connection with any rejected Contract or Lease, (c) authorizing and approving the Rejection Notice to affected Counterparties and (d) granting related relief, all as more fully set forth in the Motion; and the order of this Court approving the Motion on a final basis [D.I. 461]; and the filing of the notice of rejection (the “**Rejection Notice**”) by the Debtors [D.I. [●]]; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference of the United States District Court

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Rejection Notice and of the opportunity to be heard at the hearing thereon were appropriate under the circumstances and that no other notice need be provided, except as set forth herein; and this Court having reviewed the Rejection Notice, and having heard the statements and argument in support of the relief requested at a hearing, if any, before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Rejection Notice and at any Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Contract and Leases listed on **Schedule 1** attached hereto are hereby rejected as of February 28, 2025 (the “**Rejection Date**”).

2. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Contracts or Leases were terminated prior to the Rejection Date; that any claim for damages arising from the rejection of any Contract is limited to the remedies available under the termination provision of such Contract; or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

3. Nothing in this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (i) an admission as to the amount of, basis for,

or validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any other party's right to dispute any claim; (iii) a promise or requirement to pay any particular claim; (iv) an admission that any particular claim is of a type described in the Motion; (v) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (vi) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

5. Notice of the Rejection Notice is deemed good and sufficient notice of the relief requested therein.

6. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon its entry.

7. The Debtors are authorized to take all actions that are necessary and appropriate to effectuate the relief granted in this Order.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Schedule 1

Schedule of Rejected Contracts and Leases

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
1	Big Lots, Inc.	Convercent, Inc.	Order Form for SaaS Services	3858 Walnut Street, Suite #255 Denver, CO 80205 USA	2/28/2025
2	Big Lots, Inc.	Convercent, Inc.	Order Form for Services	929 Broadway Denver, CO 80203 USA	2/28/2025
3	Big Lots, Inc.	Convercent, Inc.	Order Form for Subscription Services	929 Broadway Denver, CO 80203 USA	2/28/2025
4	Big Lots, Inc.	Convercent, Inc.	Statement of Work	3858 Walnut Street, Suite #255 Denver, CO 80205 USA	2/28/2025
5	Big Lots, Inc.	CORREA PALLET INC	Services Agreement	13036 AVE 76 PIXLEY, CA 93256 USA	2/28/2025
6	Big Lots, Inc.	COUNTY OF SAN BERNARDINO	Services Agreement	385 N ARROWHEAD AVE 2ND FLOOR SAN BERNARDINO, CA 92415-0160 USA	2/28/2025
7	Big Lots, Inc.	CPT NETWORK SOLUTIONS	Services Agreement	PO BOX 85031 CHICAGO, IL 60689-5031 USA	2/28/2025
8	Big Lots, Inc.	Credit Safe	Services Agreement		2/28/2025
9	Big Lots, Inc.	D & J Master Clean, Inc.	Janitorial Services Agreement	680 Dearborn Park Lane Columbus, OH 43085 USA	2/28/2025
10	Big Lots, Inc.	D & J Master Clean, Inc.	Janitorial Services Agreement	680 Dearborn Park Lane Columbus, OH 43085 USA	2/28/2025
11	Big Lots, Inc.	D&J Master Clean, Inc.	Janitorial Services Agreement	6185 Huntley Road, Suite F Columbus, Ohio 43229 USA	2/28/2025
12	Big Lots, Inc.	Dancor Inc Solutions	Statement of Work for 2021 Q2 Enhancements	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
13	Big Lots, Inc.	Dancor Inc.	Employee Engagement Platform SaaS Agreement	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
14	Big Lots, Inc.	Dancor Inc.	Statement of Work	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
15	Big Lots, Inc.	Dancor Inc.	Statement of Work	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
16	Big Lots, Inc.	Dancor Inc.	Statement of Work	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
17	Big Lots, Inc.	Dancor Inc.	Statement of Work	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
18	Big Lots, Inc.	Dancor Inc.	Statement of Work	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
19	Big Lots, Inc.	Dancor Inc.	Statement of Work for 2021 Q3 Enhancements	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
20	Big Lots, Inc.	Dancor Inc.	Statement of Work for Email Opt Out + Anniversary Enhancements	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
21	Big Lots, Inc.	Dancor Inc.	Statement of Work for Gift Card Sale Functionality	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
22	Big Lots, Inc.	Dancor Inc.	Statement of Work for Name Change Functionality	2155 Dublin Road Columbus, OH 43228 USA	2/28/2025
23	Big Lots Stores, LLC	Dancor Solutions	Employee Engagement Platform Statement of Work	2155 DUBLIN RD COLUMBUS, OH 43228 USA	2/28/2025
24	Big Lots, Inc.	Dancor Solutions	Employee Engagement Platform Statement of Work	2155 DUBLIN RD COLUMBUS, OH 43228 USA	2/28/2025
25	Big Lots, Inc.	Dancor Solutions	Services Agreement	2155 DUBLIN RD COLUMBUS, OH 43228 USA	2/28/2025
26	Big Lots, Inc.	Dancor Solutions	Services Agreement	2155 DUBLIN RD COLUMBUS, OH 43228 USA	2/28/2025
27	Big Lots, Inc.	Dare Foods & Lesley Stowe	Amendment to PO Terms and Conditions (Domestic PO)	25 Cherry Blossom Rd Cambridge, ON N3H 4R7 Canada	2/28/2025
28	Big Lots, Inc.	Dare Foods & Lesley Stowe	Amendment to PO Terms and Conditions (Domestic PO)	25 Cherry Blossom Rd Cambridge, ON N3H 4R7 Canada	2/28/2025
29	Big Lots, Inc.	DARE FOODS INC	Confidentiality Agreement	25 Cherry Blossom Rd Cambridge, ON N3H 4R7 Canada	2/28/2025
30	Big Lots, Inc.	Dataminr, Inc.	Statement of Work for Dataminr Alerts	6 E. 32nd Street, 2nd Floor New York, NY 10016 USA	2/28/2025
31	Big Lots Stores, LLC	David M. Dilley	Independent Contractor Agreement	20539 Barker Road Marysville, OH 43040 USA	2/28/2025
32	Big Lots, Inc.	DEBEUKELAER CORPORATION	Confidentiality Agreement	PO BOX 11407 BIRMINGHAM, AL 35246-1407 USA	2/28/2025
33	AVDC, LLC	Dependable Vending, Inc.	Services Agreement for Vending Services	1431 West 9th Street, Unit B Upland, CA 91786 USA	2/28/2025
34	Big Lots eCommerce LLC	Digital Mobile Innovations, LLC	Amendment to Master Ecommerce Website Development Services Agreement	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
35	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Back-end Development Services	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
36	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for Back-end Development Services	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
37	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Back-end Development Services	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
38	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for BOPIS Front-end Development Staffing	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
39	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for BOPIS Project Staffing	35 Corporate Dr . Suite 100 Burlington, MA 01803 USA	2/28/2025
40	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Development Staffing	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
41	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for DevOps Support	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
42	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for E-Commerce Development Services	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
43	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Experience Manager Issue Resolution	35 Corporate Dr. - Suite 100 Burlington, MA 01803 USA	2/28/2025
44	Big Lots eCommerce LLC	Digital Mobile Innovations, LLC	Statement of Work for Front-end Development Services	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
45	Big Lots eCommerce LLC	Digital Mobile Innovations, LLC	Statement of Work for Front-end Development Services	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
46	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for Front-end Development Support	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
47	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Front-end Development Support	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
48	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for Front-end SEO Development	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
49	Big Lots eCommerce LLC	Digital Mobile Innovations, LLC	Statement of Work for Mobile Application Development	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
50	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for OMS Project Development Support	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
51	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Engineer Support	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025
52	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Engineer Support	35 Corporate Dr Burlington, MA 01803 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
53	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Migration	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
54	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Migration Support	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
55	Big Lots Stores, LLC	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Migration Support	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
56	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Upgrade Consultation	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
57	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Oracle Commerce Upgrade Technical Consultation	35 Corporate Dr. Burlington, MA 01803 USA	2/28/2025
58	Big Lots eCommerce LLC	Digital Mobile Innovations, LLC	Statement of Work for Software Engineering Services	35 Corporate Dr - Suite 100 Burlington, MA 01803 USA	2/28/2025
59	Big Lots, Inc.	Digital Mobile Innovations, LLC	Statement of Work for Staff Augmentation	35 Corporate Dr. - Suite 100 Burlington, MA 01803 USA	2/28/2025
60	Big Lots, Inc.	Divisions Maintenance Group	Confidentiality Agreement	1 Riverfront Pl. Newport, KY 41071 USA	2/28/2025
61	Big Lots, Inc.	Divisions, Inc. dba Divisions Maintenance Group	Services Agreement	1 Riverfront Place, Suite 510 Newport, KY 41071 USA	2/28/2025
62	Big Lots Stores, LLC	DOLLY, INC.	Amendment to Independent Contractor Agreement	9450 SW Gemini Drive PMB 43895 Beaverton, OR 97008-7105 USA	2/28/2025
63	Big Lots, Inc.	Dolly, Inc.	Independent Contractor Agreement	901 5th AVE Seattle, WA 98164 USA	2/28/2025
64	Great Basin, LLC	Donlen LLC dba Capteris Capital	Tax Lease-FMV	1370 Avenue of the Americas 32nd Floor New York, NY 10019 USA	2/28/2025
65	Big Lots, Inc.	E&M ELECTRIC AND MACHINERY INC	Services Agreement	126 MILL STREET HEALDSBURG, CA 95448 USA	2/28/2025
66	Big Lots, Inc.	Ebix	Services Agreement	1 Ebix Way Johns Creek, GA 30097 USA	2/28/2025
67	Big Lots Stores, LLC	EBSCO	Product Order Form	10 Estes Street P.O. Box 682 Ipswich, MA 01938 USA	2/28/2025
68	Big Lots, Inc.	EBSCO	Product Order Form	10 Estes Street Ipswich, MA 01938 USA	2/28/2025
69	Big Lots Stores, LLC	EBSCO	Product Order Form for EBSCO Learning - Accel5	10 Estes Street Ipswich, MA 01938 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
70	Big Lots, Inc.	EBSCO	Renewal Agreement for Accel5 Subscription	10 Estes Street Ipswich, MA 01938 USA	2/28/2025
71	Big Lots, Inc.	EK Accessories	Services Agreement	575 West 3200 South Logan, UT 84321 USA	2/28/2025
72	Big Lots, Inc.	Elevator Support Services, Inc.	Hydro Service Agreement, Full Service	2500 W. Commonwealth Ave. Alhambra, CA 91803 USA	2/28/2025
73	Big Lots, Inc.	Elevator Support Services, Inc.	Hydro Service Agreement, Full Service	2500 W. Commonwealth Ave. Alhambra, CA 91803 USA	2/28/2025
74	Big Lots, Inc.	Elevator Support Services, Inc.	Hydro Service Agreement, Full Service	2500 W. Commonwealth Ave. Alhambra, CA 91803 USA	2/28/2025
75	Big Lots Stores, LLC	Encore Technologies	Change Order	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
76	Big Lots Stores, LLC	Encore Technologies	Change Order	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
77	Big Lots Stores, LLC	Encore Technologies	Change Order	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
78	Big Lots Stores, LLC	Encore Technologies	Change Order	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
79	Big Lots, Inc.	Encore Technologies	Confidentiality Agreement	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
80	Big Lots Stores, LLC	Encore Technologies	Data Center Services Statement of Work	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
81	Big Lots, Inc.	Encore Technologies	Managed Services Statement of Work	4620 Wesley Ave Cincinnati, Ohio 45212 USA	2/28/2025
82	Big Lots, Inc.	Encore Technologies	Professional Services Statement of Work	4620 Wesley Ave Cincinnati, Ohio 45212 USA	2/28/2025
83	Big Lots, Inc.	Encore Technologies	Professional Services Statement of Work	4620 Wesley Ave Cincinnati, Ohio 45212 USA	2/28/2025
84	Big Lots, Inc.	Encore Technologies	Professional Services Statement of Work for General Collaboration Support-T&M	4620 Wesley Ave Cincinnati, Ohio 45212 USA	2/28/2025
85	Big Lots, Inc.	Encore Technologies	Professional Services: Project Change Request	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025
86	Big Lots Stores, LLC	Encore Technologies	Professional Services: Project Change Request	4620 Wesley Ave Cincinnati, OH 45212 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
87	Big Lots Stores, LLC	ENTRUST CORPORATION	Services Agreement	1187 Park Place Minneapolis, MN 55379 USA	2/28/2025
88	Big Lots, Inc.	ESS Elevator	Services Agreement	9245 Archibald Ave Rancho Cucamonga, CA 91730 USA	2/28/2025
89	Big Lots eCommerce LLC	Estes Forwarding Worldwide, LLC	Amendment B New Rates for Big Lots Home Delivery	100 Gateway Centre Suite 210 Richmond, VA 232325 USA	2/28/2025
90	Big Lots eCommerce LLC	Estes Forwarding Worldwide, LLC	Master Transportation Services Agreement	100 Gateway Centre Suite 210 Richmond, VA 232325 USA	2/28/2025
91	Big Lots eCommerce LLC	Estes Forwarding Worldwide, LLC	Service Schedule - Home Delivery	123 Main St. Columbus, OH 43081 USA	2/28/2025
92	Big Lots Stores, LLC	Euromonitor International Ltd	Corporate Licence Agreement - Addendum	60-61 Britton Street London, UK	2/28/2025
93	Big Lots, Inc.	Euromonitor International Ltd	Corporate Licence Agreement - Addendum	60-61 Britton Street London, EC1M 5UX UK	2/28/2025
94	Big Lots, Inc.	Everest Technologies, Inc	Independent Contractor Agreement	740 Lakeview Plaza Blvd, Suite 250 Worthington, OH 43085 USA	2/28/2025
95	Big Lots, Inc.	Everest Technologies, Inc	Independent Contractor Agreement	740 Lakeview Plaza Blvd, Suite 250 Worthington, OH 43085 USA	2/28/2025
96	Big Lots Stores, LLC	Everest Technologies, Inc.	Amendment	1105 Schrock Road, Suite 500 Columbus, OH 43229 USA	2/28/2025
97	Big Lots, Inc.	Everest Technologies, Inc.	Amendment to Independent Contractor Agreement	1105 Schrock Road, Suite 500 Columbus, OH 43229 USA	2/28/2025
98	Big Lots Stores, LLC	Everest Technologies, Inc.	Confidentiality Agreement	1105 Schrock Road, Suite 500 Columbus, OH 43229 USA	2/28/2025
99	Big Lots, Inc.	Everest Technologies, Inc.	Independent Contractor Agreement	740 Lakeview Plaza Blvd., Suite 250 Worthington, OH 43085 USA	2/28/2025
100	Big Lots Stores, LLC	Everest Technologies, Inc.	SOW	1105 Schrock Road, Suite 500 Columbus, OH 43229 USA	2/28/2025